RECOMMEND 23370-1

JUL 2: 11 -9 50 AM

Law Offices of Louis E. Gitomer, LLC.

SURFACE TRANSFORTATION BOARD

Loughgraillaw com

Melanti B. Yastin Melante@lgraflaw.com 410-296-2225

July 21, 2011

600 BAI FIMOPE AVENUE, SUITE 301 TOWSON, MARYI AND 21204-4022 (~10) 296-205. • (202, 466-6572 FAX (410-332-0885)

Ms. Cynthia T. Brown Chief of the Section of Administration, Office of Proceedings Surface Transportation Board Washington, DC 20423

Dear Ms. Brown.

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Lease, a secondary document, dated as of July 21, 2011. The primary document to which this is connected is recorded under Recordation No. 23370-C. We request that this document be recorded under Recordation No. 23370-L.

The names and addresses of the parties to the Termination of Lease are:

Lessor:

Pacer Stacktrain, Inc. 11231 Phillips Industrial Blvd. East Building 1, Suite 200 Jacksonville, FL 32256

Lessee:

Pacer Stacktrain, Inc. 11231 Phillips Industrial Blvd. East Building 1, Suite 200 Jacksonville, FL 32256

A description of the equipment covered by the Termination of Lease consists of 50 3 t nit 53° Articulated Well Raileans numbered BRAN 5550-5599, inclusive.

A fee of \$41,00 is enclosed. Please return one copy by email to:

Melanie B. Yashin 600 Baltimore Avenue, Suite 301 Towson: MD 21204 melanie @graillaw.com Ms. Cynthia T. Brown July 21, 2011 Page 2

A short summary of the document to appear in the index follows: a Termination of Lease between Pacer Stacktrain, Inc., 11231 Phillips Industrial Blvd. Fast. Building 1, Suite 200, Jacksonville, FL 32256, and Pacer Stacktrain, Inc., 11231 Phillips Industrial Blvd. East, Building 1, Suite 200, Jacksonville, FL 32256, covering 50 3 Unit 53' Articulated Well Railcars numbered BRAN 5550-5599, inclusive.

Very Truly Yours.

Melanie B. Yasbin

Enclosure

TERMINATION OF LEASE

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THIS TERMINATION OF LEASE is made as of July 21, 2011 by Pacer Stacktrain, Inc. ("Pacer").

WITNESSETH:

WHEREAS, A Memorandum of Lease Agreement dated as of April 13, 2001 (the "Lease") between LaSalle National Leasing Corporation ("LaSalle"), as lessor, and Pacer International, Inc. ("PII"), as lessee, was recorded with the Surface Transportation Board (the "Board") at 11:13 am on April 13, 2001 under Recordation Number 23370-C for 50 3 Unit 53' Articulated Well Railcars numbered BRAN 5550-5599, inclusive (the "Equipment"). An Assignment of Memorandum of Lease Agreement dated as of April 30, 2001 from LaSalle, as assignee, to General Electric Railcar Services Corporation ("GERSC"), as assignee, was recorded with the Board at 2:04 pm on June 15, 2001 under Recordation Number 23370-D for the Equipment. A Purchase and Sale Agreement dated as of July 1, 2011 was entered among GERSC, as seller, PII, as assignor, and Pacer, as buyer from GERSC and assignee of PII for the Equipment

WHEREAS, Pacer now being the lessor and lessee of the Equipment and the duties and obligations of the parties to the Lease have been satisfied and discharged with respect to the Equipment.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Pacer hereby terminates and cancels the Lease as of the date herein first written above with respect to the Equipment.

IN WITNESS WHEREOF, Pacer has caused this Termination of Lease to be duly executed as of the date hereinabove first written.

Pacer Stacktrain, Inc., as Lessor and Lessee

Name

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STATE OF OHIO)
1 Ss.
COUNTY OF FRANKLIN)

On this 21st day of July, 2011, before me personally appeared John J. Hefferty, to me personally known, who being duly sworn, says that he is an officer of Pacer Stacktrain, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signation K Hubble

SHARON K. HERRIOTT NOTARY PUBLIC, STATE OF OHIO MY COMMISSION EXPIRES 08-05-14